

Corporate Governance Policy of SCB X Public Company Limited

Introduction

SCB X Public Company Limited (“the Company”) which is the parent company of SCB X Financial Group (“SCBX Group”) is determined to uphold the highest corporate governance standard and give priority to its compliance with corporate governance principles as well as laws, rules and regulations applicable to its business operations and obligations as a SET-listed company. The Company aims to enhance its governance practices for higher levels of efficiency, transparency and fairness to all stakeholders in order to bolster the trust of all stakeholders and strengthen its competitiveness as an ethical and socially responsible corporate citizen for the mutual and sustainable growth of the Company and the society at large. The Corporate Governance Policy requires an approval from the Board of Directors and serves as a guiding framework for directors, executives and employees of the Company.

Section 1 – Vision, Mission and Code of Conduct

1.1 Vision

The vision of SCBX Group is to be “The Most Admired Financial Technology Group in Region.”

1.2 Mission

The Company’s mission is “to make finance simple, accessible and affordable for all through the power of technology and innovations.” This mission statement provides a guiding direction for companies in SCBX Group and aligns with the Company’s goals and strategy.

1.3 Code of Conduct

The Company has established the Code of Conduct of SCBX Group which encompasses the Code of Business Conduct and the Code of Conduct for Directors, Executives and Employees.

The Code of Business Conduct is focused on ensuring that customers and stakeholders are provided with services of good standards and therefore enumerates the Company’s accountability for its customers and stakeholders, handling of conflicts of interest, handling of data and information of customers and relevant parties, and responsibility towards the society and environment. SCBX Group is committed to operating business in compliance with applicable laws, rules, regulations, its policies and regulations, and corporate governance principles.

The Code of Conduct for Directors, Executives and Employees is intended to foster corporate governance practices across the organization and provides relevant guidelines for directors, executives and employees for the

aim of ensuring that the Company's business is operated in accordance with applicable policies, laws and regulations.

Section 2 – Corporate Governance Structure

2.1 Board of Directors

A) Authority, Roles, Duties and Responsibilities of Board of Directors

The authority, roles, duties and responsibilities of the Board of Directors (“the Board”) shall be in accordance with applicable laws, the Company’s objectives and Articles of Association, and resolutions passed by the Board and the shareholders. In addition, the Board is responsible for formulating key strategies and policies, driving risk culture of the Company and SCBX Group, ensuring that the Company and SCBX Group have efficient mechanisms for effective control, supervision and audit, and regularly monitoring SCBX Group’s operations by taking into account fair business practices, transparency, accountability towards stakeholders, corporate governance principles, and long-term values for the Company.

Duties and responsibilities of the Board are detailed in the “Charter of the Board of Directors.”

In addition, the Board has the authority to formulate policies on the supervision of subsidiaries and associates to require that the execution of any material transactions or activities by key subsidiaries and/or associates be subject to prior approval from the Company’s Board or shareholders. The Board shall take actions to ensure that subsidiaries have in place internal control, risk management and fraud prevention systems as well as any other essential systems. The Board shall also undertake monitoring to ensure that directors and executives representing the Company on the boards of directors or the management teams of subsidiaries and/or associates perform their functions in accordance with the scope of their duties and responsibilities, regulations and policies of the Company and relevant laws.

B) Meetings of the Board

The meetings of the Board shall be held regularly. Each director is required to attend at least 75 percent of the total meetings held each year unless there is any reasonable justification and necessity.

If deemed appropriate by the Chairman of the Board or a person delegated by the Chairman of the Board, the Board meetings may be arranged electronically to facilitate the meeting attendance by all directors. The procedures of such e-meetings shall be in accordance with applicable regulations, laws and rules.

The Chairman of the Board and the Chief Executive Officer shall jointly determine the agenda of each meeting based on the importance and urgency of matters to be listed on the agenda. Meeting time shall be reasonably allocated to enable comprehensive presentation by relevant parties and adequate discussion of material issues among the directors. The meeting schedule and agenda of Board meetings are planned in advance for the entire year to facilitate each director’s meeting attendance.

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A notice of Board meeting, meeting agenda, and supporting documents are sent by the Company Secretary to all directors at least five business days prior to the meeting date (unless an urgent meeting is required to protect the Company's rights or benefits) so that directors have sufficient time to study the information.

Directors having direct and/or indirect vested interests in a given matter shall have no right to participate in the decision-making or voting on such matter and shall not take part or be involved in such matter. They are also required to declare the grounds for such conflict of interest to the Board meeting prior to the meeting commencement.

The Board will receive the draft of the meeting minutes which contain a detailed record of key points discussed at the meeting within 14 days from the meeting date. The meeting minutes adopted by the Board will be submitted by the Company Secretary to relevant regulators in accordance with applicable requirements and will be kept as reference information for internal and external entities.

It is the Company's policy to arrange a board retreat at least annually as a venue for the directors and senior executives to jointly review and develop a medium to long-term strategy. In addition, a non-executive director meeting is regularly held every six months to provide a forum for non-executive directors to freely discuss and exchange opinions about management-related issues without the participation by executive directors.

C) Board Composition

The Board consists of independent directors, non-executive directors, and executive directors according to the number of seats approved by the meeting of shareholders but shall not be less than five. At least three directors or one-third of the total directors (whichever is higher) shall be independent directors. The Company has set a policy that the Board must consist of a comprehensive and diverse mix of experience, skills, knowledge and abilities that are appropriate for and in line with the business directions of SCBX Group. There shall be at least one independent director with knowledge and experience adequate for the review of financial statements and at least one director with IT-related knowledge or experience.

The Board shall elect an independent director or a non-executive director to serve as the Chairman of the Board.

The definitions of "independent director," "executive director," and "non-executive director" of the Company shall be as specified in the Capital Market Supervisory Board's Notification No. TorJor. 39/2559, Re: Application and Approval for Offering Newly Issued Shares, and the Bank of Thailand's Notification No. SorNorSor. 1/2566 Re: Corporate Governance of Financial Institutions and Financial Group, including amendments thereto (if any).

D) Directors' Term of Office

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The term of office of directors shall be as specified in the Board Charter. In order to uphold the good corporate governance principles, the Company has limited the office term of independent directors to a period of nine consecutive years, inclusive of their tenure as independent directors of companies in SCBX Group.

E) Nomination and Election of Directors

The Nomination, Compensation and Corporate Governance Committee is in charge of screening the qualified candidates based on the nominations submitted by shareholders and directors and with consideration to the directors' pool. The board skill matrix is applied to the assessment of the skills and expertise of directors to ensure the right fit for the Company's strategy and business direction. Further, the Company attaches significance to the director nomination and selection processes and criteria as well as focuses on fostering and incorporating the elements of diversity in terms of gender, race, nationality, age, educational background, professional experience, skills, knowledge and other key attributes into its director nomination and selection criteria with a view to promoting the diversity on the Board, a greater breadth of perspectives and opinions for the greater benefits of all stakeholders, and the sustainable growth of the Company. The Nomination, Compensation and Corporate Governance Committee will propose the qualified candidates for directorship to the Board and/or shareholders for approval (as applicable) whereby the appointment of such persons as directors is subject to endorsement by the Bank of Thailand.

F) Director Onboarding

The Company arranges orientation sessions to brief all new directors on vision, strategies, key business targets and performance highlights of the Company as well as desired practices and conducts applicable to directors of SCBX Group's parent company and directors of listed companies. The Chairman of the Board, the Chief Executive Officer, and senior executives of the Company also join the orientation sessions to share relevant information.

G) Director Development

The Company puts an emphasis on director development and encourages directors to regularly participate in training and development programs to keep up with the competition and disruptive business environment. Directors are urged to regularly attend courses and activities, in addition to knowledge sessions concerning the Company's businesses and innovations, to broaden and deepen essential knowledge. This includes courses and activities arranged by the Stock Exchange of Thailand, the Securities and Exchange Commission, the Thai Institute of Directors Association, including other entities and institutions. Directors are also offered opportunities to attend overseas seminars and activities pertaining to corporate governance practices and are regularly informed of relevant training courses.

H) Holding of Positions in Other Companies/Entities by Directors and Senior Executives

The Company has established a clear policy on holding of positions in other companies by the Company's directors and senior executives based on best practices stipulated by supervisory bodies. According

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to the policy, a director can serve as a director of no more than five companies listed on the domestic and overseas stock exchanges (inclusive of SCBX). Furthermore, a director and a senior executive of the Company can serve as the chairman of the board and/or executive director of no more than three other business groups (apart from his/her position in a financial group).

The Company requires directors and persons with power of management to report their incumbency in other companies or entities and each change thereto to the Nomination, Compensation and Corporate Governance Committee and the Board.

Holding of directorship in other companies and/or entities by the Company's senior executives must be endorsed by the Nomination, Compensation and Corporate Governance Committee.

2.2 Board Committees

Board committees are appointed by the Board to assist the Board in considering specific matters. Presently, the Company has six Board committees, namely the Executive Committee, the Audit Committee, the Nomination, Compensation and Corporate Governance Committee, the Risk Oversight Committee, the Technology Committee, and the Corporate Social Responsibility Committee.

The composition, roles and duties of each Board committee are as summarized below. (Duties and responsibilities of the six Board committees are detailed in "Board Committee Charters.")

1. Executive Committee

The Executive Committee consists of a number of the Company's directors and may include other persons who are executives of the Company or outside individuals. The Chairman of the Executive Committee shall be a director of the Company, and the Chief Executive Officer shall be an ex-officio member of the Executive Committee.

Major duties and roles of the Executive Committee are to ensure that the Company's business and operations are in line with its strategies, policies and regulations, to oversee the Company's businesses, and to perform tasks as assigned by the Board in order to achieve the Company's vision, mission and core values. The Executive Committee is also in charge of monitoring the performance of the Company and SCBX Group based on the goals, strategy, business plan and budget plan approved by the Board.

2. Audit Committee

The Audit Committee consists of at least three directors of the Company. Every member of the Audit Committee shall be an independent director and their qualifications shall meet the eligibility criteria as stipulated by the Securities and Exchange Commission, the Capital Market Supervisory Board, and the Stock Exchange of Thailand, and the Bank of Thailand. In addition, at least one member of the Audit Committee shall possess knowledge and experience in accounting or finance.

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The Audit Committee is responsible for supporting the Board by providing independent and objective recommendations to the Board regarding the adequacy of the management's arrangements in various aspects and promote collaboration among the audit committees of companies in SCBX Group to ensure that SCBX Group has in place good corporate governance, adequate risk management, and effective and proper internal control and internal audit as well as keeps abreast of changes with a view to preparing for potential risks that may arise in the future.

Duties and responsibilities of the Audit Committee are: to review the financial statements of SCBX Group to ensure their accuracy and adequacy; to review the accuracy and completeness of the disclosures of SCBX Group, particularly in case of related-party transactions or potential conflicts of interest; to review and provide recommendations on corporate governance processes of SCBX Group; to conduct reviews and monitoring to ensure proper assessments of risk management; to oversee the anti-bribery and corruption policy and measures with a view to providing assurance that the Company fulfils its legal and ethical obligations; to conduct reviews and assessments to ensure the adequacy and effectiveness of SCBX Group's internal control; to conduct reviews to ensure SCBX Group's compliance with securities and exchange laws, regulations of the Stock Exchange of Thailand or laws governing businesses of SCBX Group; to consider, select, propose the nomination or discharge of external auditors, consider their remuneration and assess their performance on an annual basis; to provide recommendations to the Board on the qualifications, nomination, appointment and discharge of the head of the audit function; and provide the management team with relevant input in support of the assessment of the head of audit function's performance.

3. Nomination, Compensation and Corporate Governance Committee

The Nomination, Compensation and Corporate Governance Committee consists of at least three directors of the Company and all members of the Nomination, Compensation and Corporate Governance Committee shall be independent directors or non-executive directors. The Chairman of the Nomination, Compensation and Corporate Governance Committee shall be the independent director.

Major duties and responsibilities of the Nomination, Compensation and Corporate Governance Committee are as follows:

(1) **Nomination** - To formulate policies, criteria and procedures for the nomination of directors and persons with management authority; to select and nominate qualified candidates to serve as directors, members of Board committees, persons with management authority, and advisors of the Company; and to oversee and establish the policies and procedures applicable to the nomination of directors and persons with management authority of companies in SCBX Group. In nominating directors, the Company screens the qualified candidates based on the nominations submitted by shareholders and directors and with consideration to the directors' pool. The board skill matrix is applied to the assessment of the skills and expertise of directors to ensure the right fit for the Company's strategy and business direction. Further, the Company focuses on fostering and incorporating the

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elements of diversity in terms of gender, race, nationality, age, educational background, professional experience, skills, knowledge and other key attributes into its director nomination and selection criteria.

The Nomination, Compensation and Corporate Governance Committee is also responsible for ensuring that the Company has proper succession plans for the Chief Executive Officer and persons with power of management to achieve business continuity.

(2) **Remuneration** - To formulate policies governing the payment of remuneration and other benefits; to determine the amount of remuneration and other benefits to be offered to directors, members of Board committees, and persons with power of management of the Company based on each individual's scope of duties and responsibilities and associated risks; and to establish guidelines for the annual performance assessment applicable to directors and persons with management authority of the Company. In addition, the Nomination, Compensation and Corporate Governance Committee is in charge of overseeing the formulation of policies and procedures governing the payment of remuneration and other benefits to directors and persons with power of management of companies in SCBX Group.

(3) **Human Resources Policies and Corporate Culture** - To consider and provide opinions on human resources policies to create alignment with the corporate strategies; to formulate succession planning policies and direct the development of succession plans for the Chief Executive Officer and other persons with power of management; and to consider and provide opinions on corporate culture cultivation and development plans of the Company and SCBX Group.

(4) **Corporate Governance** - To formulate and regularly review and update the corporate governance policies of the Company and SCBX Group to ensure its appropriateness; to oversee the Company's operations to ensure compliance with the Corporate Governance Policy of the Company including corporate governance principles stipulated by regulators; and to arrange for the annual performance assessment of the Board Chairman, individual directors, the Board, and the Board committees.

4. Risk Oversight Committee

The Risk Oversight Committee consists of at least three members who are directors and/or executives of the Company. At least one-half of the Risk Oversight Committee shall be independent directors, non-executive directors, or advisors of the Company whose duties are similar to directors.

Duties and responsibilities of the Risk Oversight Committee are: to provide recommendations to the Board regarding the risk oversight framework and the business continuity of SCBX Group; to exercise oversight with a view to ensuring that companies in SCBX Group have adequate and appropriate risk management policy frameworks and strategies that also cover material and emerging risks; to consider risk management policies of companies in SCBX Group that deviate from the risk management frameworks established by the parent company;

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to oversee the capital and liquidity management strategies to contain risks of SCBX Group within acceptable levels based on approved strategies and risk tolerances.

In addition, the Risk Oversight Committee has duties and responsibilities to consider and endorse the overall risk management policies and risk tolerances prior to proposal thereof to the Board as well as to review the adequacy and effectiveness of the overall risk management policies and strategies, the business continuity management of SCBX Group and risk tolerances at least annually or upon material change which may affect SCBX Group's position or reputation. The Risk Oversight Committee should consult and exchange opinions with the Audit Committee in assessing whether the risk management policies and strategies comprehensively cover all types of risks, including emerging risks, and whether the implementation of such policies and strategies is efficient and effective.

It is the duty of the Risk Oversight Committee to report to the Board matters related to risk positions, risk management effectiveness, control and monitoring systems, status of risk culture adoption within the organization, significant risk factors and issues, and areas for improvement to close SCBX Group's risk management policy/strategy gaps. The Risk Oversight Committee is also in charge of providing recommendations to the Board concerning group-wide risk culture cultivation, supervising the culture adoption, ensuring that the management and risk function heads comply with risk management policies and strategies and risk tolerances, and participating in and rendering opinions in support of the assessment of Chief Risk Officer's performance efficiency and effectiveness.

5. Technology Committee

The Technology Committee consists of a number of the Company's directors whereby executives of the Company may also serve on the Technology Committee. Members of the Technology Committee shall have appropriate expertise and experience as well as understanding of their functions and responsibilities, and shall not possess characteristics that are prohibited by applicable laws.

Duties and responsibilities of the Technology Committee are to: oversee technology strategy and architecture of the Company and SCBX Group to ensure their alignment with the Company's goals and objectives, address the integrity of technology services and manage technology risk while promoting technology best practices based on the Company's core values. The Technology Committee also assists in the development of the Board's IT-related knowledge and technology awareness.

In addition, the Technology Committee is empowered to call meetings with directors and executives of the Company to address technology-related matters. It is the duty of the Technology Committee to explore advanced technologies in support of building a solid technology foundation, improving the quality of financial services, and upgrading technology-related capabilities based on risk appetites for the purposes of responding to changing behaviors of consumers and emerging technology-related demands. The Technology Committee, in

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collaboration with other Board committees, will co-direct the transformation and governance structure in support of the goal to become a technology company.

6. Corporate Social Responsibility Committee

The Corporate Social Responsibility Committee consists of at least three directors of the Company. Members of the Corporate Social Responsibility Committee shall have appropriate knowledge, abilities, qualifications, and experience.

Duties and responsibilities of the Corporate Social Responsibility Committee are: to establish the corporate social responsibility policy and operating framework of the Company; to consider and allocate resources and budget for corporate social responsibility projects and activities of the Company; and to provide recommendations about, support and oversee corporate social responsibility undertakings of companies in SCBX Group in order to steer them in the right direction towards sustainable society.

2.3 Segregation of Positions between the Chairman of the Board and the Chief Executive Officer

For the purposes of corporate governance and transparency, the Company stipulates that the authority and duties of the Chairman of the Board and the Chief Executive Officer be clearly segregated. This practice is consistent with the principle of segregation of roles in corporate governance policy-making and routine management duties. Details are as follows:

Chairman of the Board - The Board shall appoint an independent director or a non-executive director as the Chairman of the Board. Duties of the Chairman of the Board are to oversee the Board's performance effectiveness; to chair the meetings of the Board; to ensure that matters which are essential to the Company's operations and/or performance are placed on the meeting agenda, particularly matters related to corporate strategy; to allocate sufficient time for the management's presentation of important information and for thorough discussion; to direct the Company Secretary to accurately record the minutes of the meetings; and to ensure that the Company's governance practices comply with adopted policies. The Chairman of the Board also presides over shareholder meetings.

In addition, the Chairman of the Board has a key role in driving the corporate good governance practices across SCBX Group through discussing important matters with chairmen of the companies in SCBX Group regularly.

Chief Executive Officer - The Board shall appoint a director as the Chief Executive Officer who shall also serve as an ex-officio member of the Executive Committee and shall be vested with the authority to solely sign and bind the Company. The Chief Executive Officer is the Company's top-ranking executive who is chiefly responsible for directing and driving businesses and operations of the Company and SCBX Group towards the policies, strategies, and goals as set forth by the Board, recommending alternatives and strategies that are fit for the

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changing business environment to achieve sustainable growth, considering and approving matters according to the Company's regulations and as assigned by the Board and/or the Board committees. The Chief Executive Officer shall also assume the key responsibility in building corporate culture.

2.4 Remuneration of Directors and Persons with Power of Management

A) Remuneration of Directors

The Nomination, Compensation and Corporate Governance Committee has the duty to recommend suitable remuneration of directors and members of Board committees to the Board prior to proposal thereof to shareholders for approval on an annual basis. The Board has a policy that remuneration of directors and members of the Board committees shall be appropriate and commensurate with their duties and responsibilities in light of stakeholders' expectations, associated risks, and compliance with applicable laws and regulations.

B) Remuneration of Persons with Power of Management

The Nomination, Compensation and Corporate Governance Committee is responsible for proposing remuneration of persons with power of management to the Board for consideration. Such remuneration shall be based on corporate and individual performance, transparent criteria and the scope of their functional duties and responsibilities as well as the Company's competitiveness in light of the benchmarks against other leading companies in Thailand.

2.5 Assessment of the Board and Persons with Management Authority

A) Board assessment is comprised of: (1) Board assessment, (2) Board Chairman assessment, (3) Individual director assessment, and (4) Board committee assessment.

The Board assessment is arranged annually and involves a self-evaluation and/or a cross-evaluation. Suggestions derived from the Board assessment will be applied to enhance the performance effectiveness of the Board and its governance of the Company.

In this connection, the Company has a policy to engage an external consultant with professional expertise and experience in corporate governance field in determining assessment guidelines and topics and in facilitating a board assessment at least every three years or as appropriate.

B) Assessment of persons with power of management - Assessment of the Chief Executive Officer and persons with power of management is held annually and is under the responsibility of the Nomination, Compensation and Corporate Governance Committee.

As for the assessment of the Chief Executive Officer, the Nomination, Compensation and Corporate Governance Committee has the duty to review performance targets and criteria prior to proposal thereof to the

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Board for consideration and approval, and to monitor and assess his/her performance which will be subsequently proposed to the Board for consideration.

In regard to the performance assessment of persons with power of management, the management is responsible for defining key performance indicators based on annual strategy and goals as well as monitoring and assessing their performance. The performance assessment results shall then be proposed to the Nomination, Compensation and Corporate Governance Committee and subsequently to the Board for consideration and determination of suitable remuneration and other benefits.

2.6 Succession Planning

The Nomination, Compensation and Corporate Governance Committee is entrusted with the responsibility of succession planning for the positions of the Chief Executive Officer and senior executives that incorporates the nomination, selection, and development programs for key positions. The Company has developed succession plans that are intended for ensuring its quantitative and qualitative preparedness in terms of workforce availability to ensure the business continuity and smooth transition as well as to facilitate the selection and development of successors for key jobs of the Company or any other key positions in the Company's management structure or business operation or any specialized jobs.

2.7 Company Secretary

The Board shall appoint a qualified officer of the Company as the Company Secretary who shall support the Board's performance of duties, including matters connected with the Board meetings and shareholder meetings, for compliance with applicable regulations and corporate governance principles.

Duties and responsibilities of the Company Secretary are detailed in "Functions of Company Secretary."

Section 3 – Rights and Treatment of Stakeholders

3.1 Treatment of Stakeholders

The Company recognizes the rights of all stakeholders, such as shareholders, customers, employees, business partners, competitors, creditors, suppliers, society, communities and the environment. This awareness underpins the Company's vision and code of conduct. It is the Company's policy to assure that the rights of each group of stakeholders are fully enjoyed and exercised based on the principle of fairness for sustainable growth among all.

Stakeholders can directly contact the relevant units of the Company and submit their complaints, suggestions, recommendations and feedback to the Board and the management of the Company via multiple channels as detailed in the Corporate Governance Report.

Details about the treatment of stakeholders are provided in the Code of Conduct of SCBX Group.

3.2 Treatment of Shareholders

A) General Treatment of Shareholders

It is the Company's policy to ensure that shareholders enjoy their fundamental rights in buying, selling, or transferring shares; profit sharing; participating in meetings to exercise their voting rights in an independent and equitable manner; taking part in material business decisions; and receiving timely, adequate and complete information about the Company through easily accessible channels.

B) Treatment of Shareholders in Relation to Shareholder Meetings

The Company is committed to ensuring that its shareholder meetings are in accordance with all applicable laws and regulations and the principles of corporate governance. This commitment is demonstrated through practices such as the invitation to shareholders to propose matters to be included in the meeting agenda, director nomination and questions in advance of the meeting, the submission of meeting notice that contains accurate, complete and adequate information to shareholders in advance, the release of such meeting notice on the website 28 days prior to the meeting date, the facilitation of the meeting in a transparent and efficient manner that promotes the shareholders' exercise of their rights, and the preparation and disclosure of the meeting resolutions and minutes through the Stock of Exchange's website and the Company's website within 14 days from the meeting date.

C) Dividend Payment

The Company has a policy to pay dividends at the rate of, at a minimum, 30 percent of its consolidated annual net profit with consideration to long-term return for all shareholders. Dividends will be considered in any year that the Company records a profit after deduction of all statutory and other reserves, provided that there is no accumulated loss and the Company is able to maintain adequate capital funds in accordance with regulatory requirements after the dividend payment.

3.3 Disclosure and Transparency

The Company sets forth a disclosure policy to assure that its disclosures to shareholders and all groups of stakeholders are complete, appropriate, fair, and timely and to control disclosures of confidential information and information that could affect the Company's share price. Disclosure of the Company's information are entrusted to the Chief Executive Officer, the Chief Financial Officer, the Company Secretary, and any authorized persons who may be subsequently designated by the Board.

The Company's disclosure of information to stakeholders are made through multiple channels such as the Stock Exchange of Thailand, the Securities and Exchange Commission, the Company's website, investor conferences and press releases.

Section 4 – Internal Control

4.1 Internal Control for Prevention Against Conflicts of Interest and Use of Inside Information by Directors, Executives and Employees

The Board has established measures and requirements governing the disclosure and prevention of potential conflicts of interest and misuse of inside information as enunciated in the Code of Conduct. The non-trading period is also defined to prohibit all directors, executives and employees potentially having access to internal information, persons being involved in the preparation of financial statements and their related parties* from trading securities or derivatives of which underlying assets are securities issued by the Company during the period of one month prior to the release of quarterly, semi-annual, and annual financial statements and 24 hours after the disclosure of such financial statements to the public or the Stock Exchange of Thailand.

Besides, to promote internal controls, prevention against conflicts of interest and prevention against misuse of internal data by directors and executives, the Company requires all directors and persons with power of management to submit reports on conflicts of interest of themselves, their spouse or cohabiting couple, and their dependent children to the Securities and Exchange Commission in accordance with criteria and procedures stipulated by the Securities and Exchange Commission. This reporting requirement shall also apply to the holding of securities or the changes in such holding by an entity of which more than 30 percent of its total voting shares are owned by a director or an executive, including his/her spouse, cohabiting couple and independent children. The reports shall be submitted to the Company Secretary on annual basis or upon material changes to previously reported information.

With regard to related-party transactions, the Board establishes a policy to assure that related-party transactions of the Company are executed on an arm's length basis, are in accordance with applicable criteria and reasonable processes, are based on fair pricing or conditions, and are for the best interest of the Company and shareholders in general for the purpose of preventing conflicts of interest in the spirit of good corporate governance.

Where any directors of the Company assume any roles in connection with customers of SCBX Group or individuals or entities and such roles may cause financial damage, reputation damage or any other damage to

*Related parties mean persons with characteristics as determined by the Bank of Thailand and include but are not limited to: (1) spouse (2) dependent children (3) juristic persons which the persons as defined in (1) or (2) has the authority to manage, to control the majority of votes at their meetings of shareholders, or to control appointments.

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SCBX Group, such directors shall notify the Company of such matter without delay in order to consider and take relevant remedial actions. Examples of such aforesaid roles are roles as directors or advisors or representatives.

4.2 Anti-Corruption and Bribery Policy

In accord with the Company's priority and commitment to fight corruption and bribery in all forms, the Board sets forth the Anti-Corruption and Bribery Policy, which is enforceable across SCBX Group, both domestically and internationally, and must be observed by all directors and employees. Specifically, prohibitions under the provisions of this policy include but are not limited to: (1) Soliciting, arranging or accepting bribes for the benefit of directors or employees of SCBX Group or for the benefits of their related parties including the members of their family, friends, or persons who are related to them in any manner; (2) Directly or indirectly offering, promising or giving bribes to public officials, foreign public officials, international organization officials or officers of other private organizations, either in the name of or for the benefit of SCBX Group, and (3) Abuse of power and authority.